

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

Re: ECF No. 23504

(Jointly Administered)

**URGENT CONSENSUAL MOTION FOR
FURTHER EXTENSION OF RESPONSE DEADLINES**

To the Honorable United States District Court Judge Laura Taylor Swain:

The Commonwealth of Puerto Rico (the “Commonwealth”), and the Puerto Rico Public Buildings Authority (“PBA” and, together with the Commonwealth, the “Debtors”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the sole Title III representative of the Debtors pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² respectfully submit this urgent consensual motion (the “Urgent Motion”) for entry of an order, substantially in the form

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Last Four Digits of Federal Tax ID: 3801) (Last Four Digits of Federal Tax ID: 3801) (Bankruptcy Case No. 19-BK-5523-LTS). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² PROMESA is codified at 48 U.S.C. §§ 2101–2241.

attached hereto as **Exhibit A** (the “Proposed Order”), extending the briefing deadlines established in the *Order Granting Urgent Consensual Motion for Further Extension of Response Deadlines and Rescheduling of Hearing Date* [ECF No. 23504] (the “Extension Order”), and state as follows:

Background

1. On January 18, 2022, the Court entered the *Order and Judgment Confirming Modified Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Public Buildings Authority* [ECF No. 19813] (the “Confirmation Order”), confirming the *Modified Eighth Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.*, [ECF No 19784] (as amended, supplemented, or modified, the “Plan”).³

2. On March 15, 2022, the Effective Date of the Plan occurred, and the Plan was substantially consummated [ECF No. 20349]. Pursuant to Section 1.51 and Article III of the Plan and decretal paragraph 44 of the Confirmation Order, the deadline for filing proofs of Administrative Expense Claims was June 13, 2022 (the “Administrative Claim Bar Date”). *Id.*

3. The following motions seeking, among other things, allowance and payment of Administrative Expense Claims were filed on or before the Administrative Claim Bar Date and remain pending (collectively, the “Administrative Expense Motions”):

Motions for Which Debtors Seek Extension:

| ECF No. | Motion | Party ⁴ | Status |
|---------|---|---|---|
| 21187 | <i>Evertec’s Motion for Allowance of an</i> | Evertec Group, LLC (“ <u>Evertec</u> ”) | Objection Deadline: March 10, 2023 at 4:00 p.m. (AST) |

³ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed thereto in the Plan.

⁴ The parties below are collectively the “Movants”.

| ECF No. | Motion | Party ⁴ | Status |
|---------|---|---|---|
| | <i>Administrative Expense Claim</i> | | Reply Deadline: March 17, 2023 at 4:00 p.m. Hearing: June 7, 2023 [Extension Order, ECF No. 23504] |
| 21191 | <i>Ricoh Puerto Rico, Inc. 's Motion for Allowance and Payment of Administrative Expense Claim in the sum of \$4,864,017.20</i> | Ricoh Puerto Rico, Inc. (" <u>Ricoh</u> ") | Objection Deadline: March 10, 2023 at 4:00 p.m. (AST) Reply Deadline: March 17, 2023 at 4:00 p.m. Hearing: June 7, 2023 [Extension Order, ECF No. 23504] |
| 21209 | <i>COSEY's Motion for Allowance and Payment of Administrative Expense Claim</i> | Corporacion De Servicios Educativos De Yabucoa (" <u>COSEY</u> ") | Objection Deadline: March 10, 2023 at 4:00 p.m. (AST) Reply Deadline: March 17, 2023 at 4:00 p.m. Hearing: June 7, 2023 [Extension Order, ECF No. 23504] |

Remaining Pending Motion:

| ECF No. | Motion | Party | Status |
|---------|---|---------------------|---|
| 21192 | <i>Plaintiff Blanca Iris Marrero's Motion for Allowance and Payment of Administrative Expense Claim</i> | Blanca Iris Marrero | Objection filed on August 26, 2022. [ECF No. 21931]. Reply Deadline: March 24, 2023 at 5:00 p.m. (AST) Hearing: June 7, 2023 [ECF No. 23687]. |

Request for Relief

4. Since the filing of the Administrative Expense Motions, the Oversight Board, together with AAFAF's advisors, continue to review the substance and the validity of the claims asserted in the Administrative Expense Motions. This process requires obtaining voluminous amounts of background information from the Commonwealth, PBA, and its various agencies and departments (collectively, the "Government"). The Oversight Board requires additional time to complete the review process with respect to the following Administrative Expense Motions (collectively, the "Applicable Motions", and the parties below are collectively the "Applicable Movants"):

| Applicable Motions for Extension Request and Rescheduling Hearing | | |
|--|--|--------------|
| ECF No. | Motion | Party |
| 21187 | <i>Evertec's Motion for Allowance of an Administrative Expense Claim</i> | Evertec |
| 21191 | <i>Ricoh Puerto Rico, Inc.'s Motion for Allowance and Payment of Administrative Expense Claim in the sum of \$4,864,017.20</i> | Ricoh |
| 21209 | <i>COSEY's Motion for Allowance and Payment of Administrative Expense Claim</i> | COSEY |

5. Furthermore, such additional time would allow the Oversight Board to work with the respective Movants to seek a consensual resolution to the Applicable Motions, if possible, and, at a minimum, to narrow any contested issues that may ultimately need to be brought before the Court.

6. Accordingly, and with the consent of the Applicable Movants, the Oversight Board proposes the following extensions to the dates set forth in the Hearing Order and the Extension Order only for the Applicable Motions, docketed at ECF Nos. 21187, 21191, and 21209:

- The deadline to respond to the Applicable Motions be extended to **April 7, 2023 at 4:00 p.m. (Atlantic Standard Time)**.
- The deadline for parties to file replies to an opposition, if any, be extended to **April 14, 2023 at 4:00 p.m. (Atlantic Standard Time)**.

7. For clarity, the Oversight Board is not seeking an extension of deadlines with respect to the following Administrative Expense Motion:

| Extension <u>Not</u> Requested | | | |
|--------------------------------|---|-------------------------|--------------|
| ECF No. | Motion | Reply Deadline | Hearing Date |
| 21192 | <i>Plaintiff Blanca Iris Marrero's Motion for Allowance and Payment of Administrative Expense Claim</i> | 03/24/2023 ⁵ | 06/07/2023 |

8. Pursuant to Paragraph 1.H of the *Sixteenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 20190-1] (the “Case Management Procedures”), the Oversight Board certifies that it has carefully examined the matter and concluded that there is a true need for an urgent motion; it has not created the urgency through any lack of due diligence; has made a bona fide effort to resolve the issues presented in the Urgent Motion; and has made reasonable, good-faith communications in an effort to resolve or narrow the issues that are being brought to the Court.

Notice

9. The Oversight Board has provided notice of this motion in accordance with the Case Management Procedures to the following parties: (a) the Office of the United States Trustee for the District of Puerto Rico; (b) the indenture trustees and/or agents, as applicable, for the

⁵ See Order Granting Plaintiff Blanca Iris Marrero's Further Consented Motion for Extension of Time to File Reply or Otherwise Inform Agreement with Debtors [ECF No. 23687].

Debtors' bonds; (c) the entities on the list of creditors holding the 20 largest unsecured claims against the Debtors; (d) counsel to the statutory committees appointed in these Title III cases; (e) the Office of the United States Attorney for the District of Puerto Rico; (f) counsel to the Oversight Board; (g) the Puerto Rico Department of Justice; (h) the Other Interested Parties;⁶ (i) the Applicable Movants; and (j) all parties filing a notice of appearance in these Title III cases. A copy of the motion is also available at <https://cases.ra.kroll.com/puertorico/>.

10. The Oversight Board submits that, in light of the nature of the relief requested, no other or further notice need be given.

[Remainder of Page Left Intentionally Blank]

⁶ The "Other Interested Parties" include the following: (i) counsel to certain of the insurers and trustees of the bonds issued or guaranteed by the Debtors; and (ii) counsel to certain ad hoc groups of holders of bonds issued or guaranteed by the Debtors.

WHEREFORE the Debtors request the Court enter the Proposed Order and grant such other relief as is just and proper.

Dated: March 9, 2023
San Juan, Puerto Rico

PROSKAUER ROSE LLP

/s/ Brian S. Rosen

Martin J. Bienenstock (*pro hac vice*)

Brian S. Rosen (*pro hac vice*)

Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900

-and-

/s/ Luis F. del Valle-Emmanuelli

Luis F. del Valle-Emmanuelli

USDC-PR No. 209514

P.O. Box 79897

Carolina, Puerto Rico 00984-9897

Tel: (787) 647-3503

**OF COUNSEL FOR
A&S LEGAL STUDIO, PSC**

434 Avenida Hostos San Juan, PR 00918

Tel: (787) 751-6764 / 763-0565

Fax: (787) 763-8260

*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

Exhibit A

Proposed Order

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

Re: ECF No. _____

(Jointly Administered)

ORDER GRANTING
URGENT CONSENSUAL MOTION FOR FURTHER EXTENSION
OF RESPONSE DEADLINES AND RESCHEDULING OF HEARING DATE

Through the *Urgent Consensual Motion for Further Extension of Response Deadlines*, dated March 9, 2023 (Docket Entry No. _____)² (the “Extension Motion”),³ the Oversight Board requests the extension of briefing deadlines with respect to certain, but not all, of the

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Last Four Digits of Federal Tax ID: 3801) (Last Four Digits of Federal Tax ID: 3801) (Bankruptcy Case No. 19-BK-5523-LTS). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² All docket entry references are to entries in Case No. 17-3283, unless otherwise specified.

³ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Extension Motion.

Administrative Expense Motions with respect to which briefing deadlines were previously extended and a hearing was scheduled by the *Order Granting Urgent Consensual Motion for Further Extension of Response Deadlines and Rescheduling of Hearing Date* (Docket Entry No. 22818), with further extensions as to certain motion granted pursuant to, inter alia, Docket Entry No. 23241. For the sake of clarity, extensions of the briefing schedules and adjournments have been requested with respect to the following Administrative Expense Motions (the “Applicable Motions” and the movants thereto, the “Applicable Movants”):

| Docket Entry No. | The Applicable Motions (Extension Requested by Docket Entry No. ____) |
|-------------------------|--|
| 21187 | <i>Evertec’s Motion for Allowance of an Administrative Expense Claim⁴</i> |
| 21191 | <i>Ricoh Puerto Rico, Inc.’s Motion for Allowance and Payment of Administrative Expense Claim in the sum of \$4,864,017.20</i> |
| 21209 | <i>COSEY’s Motion for Allowance and Payment of Administrative Expense Claim</i> |

Extensions and adjournments have not been requested with respect to the following Administrative Expense Motion:

| Docket Entry No. | Extension Not Requested by Docket Entry No. ____ |
|-------------------------|---|
| 21192 | <i>Plaintiff Blanca Iris Marrero’s Motion for Allowance and Payment of Administrative Expense Claim</i> |

Accordingly, the Court having found that the Oversight Board provided adequate and appropriate notice of the Extension Motion under the circumstances and that no other or further notice is required; and the Court having reviewed the Extension Motion; and the Court having determined that the factual bases set forth in the Extension Motion establish just cause for the relief

⁴ Docket Entry No. 317 in Case No. 19-5523.

granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Extension Motion is granted as set forth herein.
2. The deadline to respond to the Applicable Motions shall be extended to **April 7, 2023 at 4:00 p.m. (Atlantic Standard Time)**.
3. The deadline for the Applicable Movants to file a reply shall be extended to **April 14, 2023 at 4:00 p.m. (Atlantic Standard Time)**.
4. This Order resolves Docket Entry No. _____ in Case No. 17-3283.

SO ORDERED.

Dated: March ___, 2023

LAURA TAYLOR SWAIN
United States District Judge